

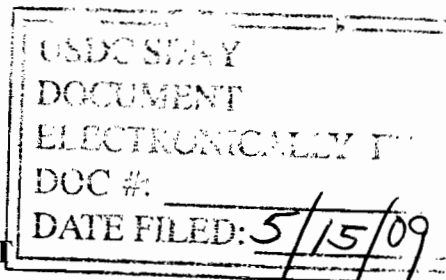


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In Re: Methyl Tertiary Butyl Ether ("MTBE")
Products Liability Litigation

Master File No. 1:00 – 1898
MDL 1358 (SAS)
M21-88

This document relates to the following case:
Basso, et al. v. Sunoco, Inc., et al., 03 Civ. 9050



**~~PROPOSED~~ ORDER APPROVING SETTLEMENT
OF ACTION ON BEHALF OF INFANTS**

Upon reading and filing the notice of motion dated April 7, 2009 and the affidavit of Ronald and Joan Buchholz, the parents and natural guardians of Erik, Alexander and Dylan Buchholz, the infants, executed on March 28, 2009; and the affirmation of Tracey L. O'Reilly, Esq., executed on April 7, 2009;

Now, on motion of Miller, Axline & Sawyer and The Sarcone Law Firm, PLLC, co-counsel and attorneys for Plaintiffs Ronald Buchholz, Joan Buchholz, Erik Buchholz, Alexander Buchholz, and Dylan Buchholz, it is ORDERED

1. Ronald and Joan Buchholz, as the parents having legal custody of the infants, Erik Buchholz, Alexander Buchholz, and Dylan Buchholz, be and are hereby authorized and permitted to compromise and settle the above-captioned action (the "Action") for and on behalf of Erik Buchholz, Alexander Buchholz, and Dylan Buchholz, against Defendants Mobil Corporation and Exxon Mobil Corporation f/k/a Exxon Corporation (collectively, "ExxonMobil") for an amount to be determined by the Honorable Samuel G. Fredman, the special Settlement Master retained by Plaintiffs to allocate the Aggregate Settlement Payment from ExxonMobil ("Settlement Payment") to the Plaintiffs, in full settlement and discharge of

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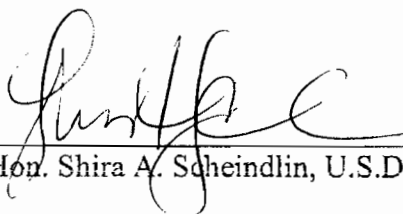
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four actions, including this action: *Armstrong, et al., v. Sunoco, Inc., et al.*, 2003-3717 (Supreme Court of the State of New York, Orange County); *Abrevaya, et al. v. Sunoco, Inc. et al.*, 2003-7403 (Supreme Court of the State of New York, Orange County); *Tonneson, et al. v. Sunoco, Inc., et al.*, (United States District Court, Southern District of New York); and *Basso, et al. v. Sunoco, Inc., et al.*, 03 Civ. 9050 (United States District Court, Southern District of New York).

2. Within 30 days of entry of this Order Ronald and Joan Buchholz, as the parents having legal custody of the infants, Erik Buchholz, Alexander Buchholz, and Dylan Buchholz, shall move this Court for an order dismissing Erik Buchholz, Alexander Buchholz, and Dylan Buchholz's claims against Defendant ExxonMobil with prejudice.

3. After this Court enters an Order dismissing, with prejudice, all Plaintiffs' claims against Defendant ExxonMobil in this action,, ExxonMobil shall cause the Aggregate Settlement Payment to be paid to the Attorney Trust Account of Duane C. Miller, Esq., which shall be transferred to the Attorney Trust Account of the Settlement Master after deduction of attorneys' fees and costs and which shall be allocated to each Plaintiff as determined by the Settlement Master.

Dated May 15, 2009



Hon. Shira A. Scheindlin, U.S.D.J.